

EXPEDITE

State of Utah
 Department of Commerce
 Division of Corporations and Commercial Code
 I hereby certify that the foregoing has been filed
 and approved on this 19 day of Jan 20 03
 in the office of this Division and hereby issued
 this Certificate thereof.
 Examiner: [Signature] Date: 1/20/03



[Signature]
 Kathy Barr
 Division Director

Articles of Incorporation
 of
 Dawat-E-Hadiyah (Texas),
 A Corporation Sole

Pursuant to Section 16-7-2 of the Utah Code, His Holiness Dr. Syedna Mohammed Burhanuddin (TUS) in his capacity as al-Dai al-Mutlaq, hereby states the Articles of Incorporation of Dawat-e-Hadiyah (Texas), a Corporation Sole, on the 26th day of January, 2003.

1. NAME

The Corporation Sole shall be known as “**Dawat-e-Hadiyah (Texas), A Corporation Sole**” (herein referred to as “the Corporation”).

2. OBJECT OF THE CORPORATION

The Corporation is formed for the purposes of acquiring, holding and disposing of property for the benefit of religion, for works of charity and for public worship, as provided in the Utah Code. In connection herewith, the aims of the Corporation, inter alia, shall be:

- a) To carry out pious, religious and charitable activities for the purposes of Dawat-e-Hadiyah and for the benefit of the Dawoodi Bohra Community in particular and mankind in general anywhere in the world as determined by al-Dai al-Mutlaq; and
- b) To advance, safeguard and protect the principles and tenets of Dawat-e-Hadiyah and Fatimi traditions; to enhance learning and education in their widest connotations; to relieve poverty and help the deserving and needy; to grant and aid medical relief; and to pursue such other charitable purposes of general public utility as determined by al-Dai al-Mutlaq.

3. ESTIMATED VALUE OF PROPERTY

The estimated value of the property of the Corporation at the time of the making of these Articles of Incorporation of the Corporation is approximately One Thousand United States Dollars (US \$1,000.00).

4. TITLE OF THE PERSON MAKING THESE ARTICLES

The Articles of Incorporation are made by al-Dai al-Mutlaq.

5. POWERS OF CORPORATION

- 5.1 Upon making and filing the Articles of Incorporation, 52nd al-Dai al-Mutlaq, His Holiness Dr. Syedna Mohammed Burhanuddin (TUS) and his successors in the office of al-Dai al-

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Mutlaq are deemed to be a Corporation Sole with perpetual succession, and shall have power:

- a) To acquire and possess, by donation, gift, bequest, devise or purchase, and hold and maintain, property, real, personal and mixed; and to grant, sell, convey, rent or otherwise dispose of the same as may be necessary to carry on or promote such objects of the Corporation.
- b) To borrow money and to give written obligations therefor, and to secure the payment thereof by mortgage or other lien upon real or personal property, when necessary to promote such objects.
- c) To contract and be contracted with.
- d) To sue and be sued.
- e) To plead and be impleaded in all courts of justice.
- f) To have and use a common seal by which all deeds and acts of Corporation may be authenticated.

5.2 Notwithstanding anything in this Article 5 or elsewhere herein contained to the contrary, the powers of the Corporation shall be subject to the following limitations:

- a) The property, assets, profits and net income of the Corporation are dedicated irrevocably to the object, aims and purposes of the Corporation and no part of the property, assets, profits or net income of the Corporation shall ever inure to the benefit of any private individual.
- b) Neither money nor property of the Corporation shall be used by or transferred to another organization or entity that would not, were it an entity within the United States of America, be eligible for tax-exempt status under Section 501(c)(3) of the code.

5.3 Nothing contained in these Articles shall in any way limit, curtail, diminish or vary in any other manner, prejudice or affect the powers and privileges, rights and authorities of al-Dai al-Mutlaq.

6. PERPETUAL EXISTENCE OF THE CORPORATION

The Corporation shall have perpetual existence. Each incumbent in the office of al-Dai al-Mutlaq succeeding his predecessor in that office as such Corporation Sole shall be vested with the title to any and all property, real, personal and mixed, held by his predecessor as such Corporation Sole, with like power and authority over the same and subject to all the legal liabilities and obligations with reference thereto. Such successor shall file in the office of the county recorder of each county wherein any real property

owned by the Corporation is situated a letter signed by him certifying his incumbency in the office of al-Dai al-Mutlaq.

7) **SEAL**

The Corporation shall have a seal inscribed thereon with the name of the Corporation, and impression of which seal shall be filed with the Division of Corporations and Commercial Code of the State of Utah.

8) **AMENDMENT AND RESTATEMENT**

Al-Dai al-Mutlaq, on behalf of the Corporation, may, at his sole discretion and pleasure, amend, alter or restate the Articles of Incorporation of the Corporation from time to time. Any such amendment, alteration or restatement shall be in conformity with Section 16-7-5 or 16-7-14, as the case may be, of the Utah Code and not inconsistent with Section 501(c)(3) of the Code. Al-Dai al-Mutlaq shall sign and file any amendment hereto or restatement hereof with the Division of Corporations and Commercial Code of the State of Utah as provided under sections 16-7-5 or 16-7-14, as the case may be, of the Utah Code.

9) **INDEMNIFICATION**

The position, capacity, functions, acts, and discretions of al-Dai al-Mutlaq are sacrosanct, fundamental and inherent to the office of al-Dai al-Mutlaq. Accordingly, and as shall be more fully set forth in the Bylaws, al-Dai al-Mutlaq, any nominees (duly authorised agent) he may from time to time appoint and any other individuals who may be so protected by the Bylaws shall not be subject to standard care applicable to trustees or corporate directors or officers, shall be exonerated from any civil duties in relation to the preservation of the property or assets of the Corporation, and shall to the extent not inconsistent with applicable law be indemnified by the Corporation from and against any claims that may be asserted against them.

10) **BYLAWS**

The power to frame, approve, amend, or repeal bylaws shall be vested in al-Dai al-Mutlaq. The Bylaws shall constitute the code of rules for the regulation and management of the Corporation's affairs and shall not be inconsistent with applicable laws or these Articles.

11) **DISSOLUTION**

- 11.1 The Corporation may be dissolved and its affairs wound up voluntarily upon the filing by al-Dai al-Mutlaq, on behalf of the Corporation, with the Division of Corporations and Commercial Code of the State of Utah, Articles of Dissolution, fully executed signed under penalty of perjury. The Articles of Dissolution shall set forth all matters required by and otherwise be in conformity with the provisions contained in Section 16-7-12 of

the Utah Code. The transfer, conveyance or distribution of any property or assets of the Corporation after the satisfaction of all debts, obligations and liabilities, or the making of adequate provision for same, shall be to such organization or organizations s shall be determined by al-Dai al-Mutlaq, in his sole absolute discretion, provided, however, that such distribution shall be made subject to the provisions contained in Paragraph 11.2 hereof, and in accordance with the purposes of Section 16-7-1 of the Utah Code.

- 11.2 Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation as hereinabove provided, the remaining assets of the Corporation shall be distributed solely for purposes specified in Section 501(c)(3) of the Code, whether directly or indirectly, by means of transfer to one or more other organizations which are then eligible for such standing if they existed or operated in the United States of America.

12. **REGISTERED AGENT**

Al-Dai al-Mutlaq on behalf of the Corporation hereby designates, appoints and names:

C T CORPORATION SYSTEM

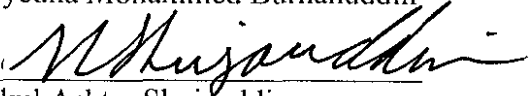
whose address is:

50 West Broadway, 5th Floor
Salt Lake City, Utah 8410

as Registered Agent of the Corporation for service of process within the State of Utah.

IN WITNESS WHEREOF, His Holiness Dr. Syedna Mohammed Burhanuddin (TUS), 52nd al-Dai al-Mutlaq, has subscribed these Restated Articles of Incorporation as of this 26th day of January, 2003.

Dr. Syedna Mohammed Burhanuddin

By: 
Malekul Ashter Shujauddin
Attorney-in-Fact

GENERAL POWER OF ATTORNEY

TO ALL PERSONS, be it known, that I, Dr. Syedna Mohammed Burhanuddin 52nd al-Dai-al-Mutlaq, do hereby grant general power of attorney to my son Malekul Ashter Shujauddin, currently residing in Houston, Texas, USA, and do hereby appoint Malekul Ashter Shujauddin as a special representative and nominee of DAWAT-E-HADIYAH (AMERICA), A CORPORATION SOLE, and as attorney-in-fact for al-Dai-al-Mutlaq Dr. Syedna Mohammed Burhanuddin. Malekul Ashter Shujauddin shall have all full power and authority to do and undertake all acts that are required by me to be performed in the interests of DAWAT-E HADIYAH (AMERICA), A CORPORATION SOLE and in accordance with the Bylaws of DAWAT-E HADIYAH (AMERICA) A CORPORATION SOLE.

Signed this 13th day of MARCH, 2001.

Syedna Mohammed Burhanuddin

His Holiness, al Dai-al Mutlaq, Dr. Syedna Mohammed Burhanuddin

M Shujauddin

Prince Malekul Ashter Shujauddin.

PRINCIPAL'S ACKNOWLEDGEMENT

STATE OF TEXAS, COUNTY OF HARRIS.

The foregoing Power of Attorney was acknowledged before me on the

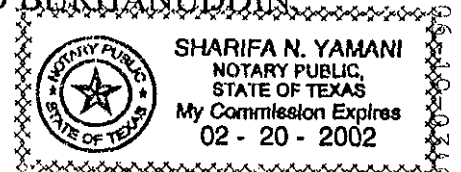
13th day of MARCH 2001 by SYEDNA MOHAMMED BURHANUDDIN.

Sharifa N. Yamani

Notary's Name

02-20-2002

commission expires



THE ATTORNEY-IN-FACT OR AGENT, BY ACCEPTING OR ACTING UNDER THE APPOINTMENT, ASSUMES THE FIDUCIARY AND OTHER LEGAL RESPONSIBILITIES OF AN AGENT.

02-20-2002 09:29 RCVD